X-MEN

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THE ALL-NEW, ALL-DIFFERENT

X-MEN™

DEATH!

TM

X-MEN, YOU CAME SEEKING *COUNT NEFARIA!!* INSTEAD YOU HAVE *FOUND ONLY--*

GK: DEC

Stan Lee PRESENTS: X-MEN! THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME! TM

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THE DOOMSMITH SCENARIO!

I CALLED YOU HERE, X-MEN, BECAUSE THERE'S SOMETHING I WANT TO TELL YOU ALL...

IT BEGINS... WITH AN ENDING -- AND, PERHAPS, THE BREAKING OF A MAN'S HEART. THIS MAN'S HEART...

...THE HEART OF CHARLES XAVIER.

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SUCH A LITTLE THING, REALLY-- BUT SOMETIMES, THE LITTLEST THINGS CAN BE THE HARDEST THINGS TO BEAR.

I AM PROUD OF YOU, MY X-MEN, NEW AS WELL AS OLD...

...KRAKOA, THE LIVING ISLAND, WAS A FORMIDABLE FOE, BUT YOU ALL PERFORMED BRILLIANTLY AGAINST HIM.*

*GIANT X-MEN #1-AND-ONLY.--LEN.

"NOW, AS TO THE FUTURE..."

AS TO THE FUTURE, PROFESSOR, IT IS A FUTURE THAT DOES NOT INCLUDE SUNFIRE.

SHIRO, I DON'T UNDERSTAND. I THOUGHT YOU'D AGREED TO JOIN US...

I AGREED TO HELP YOU, PROFESSOR. ONCE!

AND ONCE WAS QUITE ENOUGH. MY DUTY IS TO MY COUNTRY AND MY EMPEROR.

I CARE NOTHING FOR THE WORLD YOU OFFER. I WANT NONE OF IT, NONE OF YOU, AND NONE OF YOUR X-MEN!

I SEE. DO ANY OF THE REST OF YOU ECHO SUNFIRE'S THOUGHTS? NIGHTCRAWLER? THUNDERBIRD?

COLOSSUS?

I... DO NOT KNOW, GOSPODIN XAVIER... I...

I SAY WE HAVE BEEN TOGETHER BARELY TWO DAYS. AND TWO DAYS ARE NOTHING.

I AM INTRIGUED BY THE PROFESSOR'S OFFER. I WILL STAY.

WHAT THE HEY? IT SURE BEATS SITTIN' ROUND ALPHA BASE WAITIN' FOR A GO CALL.

THEN SUNFIRE BIDS YOU FAREWELL, PROFESSOR; YOU AND YOUR PACK OF IDEALISTIC FOOLS.

...BUT HEAR ME, XAVIER...

...SHOULD YOU NEED THIS SAMURAI'S HELP AGAIN, DO NOT SEEK ME OUT AND DO NOT ASK...

...FOR SUNFIRE WILL REFUSE!

WHAT ABOUT *YOU*, BANSHEE? WILL YOU GO, OR WILL YOU *STAY*?

WELL, I WON'T *LIE* TO YE, PERFESSER. I *LIKE* IT HERE AN' THAT'S THE *TRUTH*.

BUT I WON'T LIE TO *MESELF*, EITHER. YOUR X-MEN ARE ALL *YOUNG PEOPLE*. STUDENTS. ME, I'M A *BARELY LITERATE* EX-COP, AN' LIKE IT OR *NOT*...

...THERE'S SOME *GREY* AMONG THE BANSHEE'S *GOLDEN HAIR*.

IT'S BEEN *GRAND*, BUT IT'S TIME I WAS *MOVIN' ON*.

RUBBISH! YOUR HAIR'S ABOUT AS GREY AS *MINE*, AND YOUR *BRAIN'S* A FRACTION *KEENER*.

HOWEVER, IF THESE '*YOUNG PEOPLE*' ARE TOO MUCH OF A *CHALLENGE* FOR YOU...

NOW I DIDN'T SAY *THAT*, DID I? *SINCE WHEN* HAS THE BANSHEE EVER *REFUSED* A CHALLENGE? IT'S JUST...

BANSHEE, YOU WOULDN'T HAVE TO *RUN* ANYMORE. YOU'D BE WITH *FRIENDS*. YOU'D... *BELONG*.

AYE. THAT'S A *POINT*. IT'D BE... *NICE*... T' BELONG.

ALL RIGHT, PERFESSER, *I'M SOLD*. YE'VE GOT YERSELF A *NEW X-MAN*.

EXCELLENT, MY FRIEND.

AND NOW THAT THAT'S ALL *SETTLED*...

I'M AFRAID IT *ISN'T*... ALL SETTLED, PROFESSOR.

WHAT DO YOU *MEAN*, WARREN?

I'M *SORRY*, PROFESSOR... THERE'S NO *EASY* WAY TO SAY THIS... ah, WE-- THE *OLD X-MEN* -- WE'RE...

...WE'RE *LEAVING*, SIR. *PULLING OUT*.

YOU'RE... WHAT?!?

BUT WHY, WARREN? JEAN? ALL OF YOU? WHY!?!

BECAUSE... WE WERE CHILDREN WHEN YOU TOOK US IN, PROFESSOR. SCARED AND UNCERTAIN ABOUT WHO AND WHAT WE WERE...

YOU TAUGHT US. HELPED US REALIZE OUR FULL POTENTIAL.

YOU HELPED US GROW UP... AND THAT'S JUST IT. WE'VE GROWN UP.

WE'RE NOT CHILDREN ANYMORE, PROFESSOR. WE HAVE TO LIVE OUR OWN LIVES NOW.

LOOK, LADY, YOU GUYS WANT OUT THAT BADLY, THEN GO! SPLIT! TAKE OFF! WHAT DO WE CARE?

JUST DO US ALL A FAVOR AND SPARE US THE SOAP OPERA, HUH?

WHY YOU...

LISTEN, MIDGET, ONE MORE WORD OUTTA YOU AND I'M GONNA SLAM...

C'MON... TRY IT, BUB. I NEVER CARVED UP AN ICICLE BEFORE.

THAT'S ENOUGH! BOTH OF YOU!

I SAID, THAT'S ENOUGH!

YOU'RE OUT OF LINE, WOLVERINE! NOW PUT YOUR CLAWS AWAY AND CALM DOWN OR YOU'LL HAVE TO DEAL WITH ME.

BIG TALK, BOSS-MAN...

ANY TIME YOU WANT TO TRY, MISTER, I'LL BE READY.

Uh... SCOTTY... I DON'T WANT TO PUSH YOU, BROTHER... BUT WHAT'RE YOU GONNA DO?

ARE YOU COMING WITH US -- OR STAYING?

I... DON'T KNOW, ALEX. I JUST DON'T KNOW.

IT'S A LONG NIGHT FOR THE MUTANT X-MAN, SCOTT SUMMERS. HE CANNOT SLEEP AND, IN TRUTH, HE DOESN'T REALLY TRY.

INSTEAD, HE ROAMS THE MANSION THAT HAS BEEN HIS HOME FOR SO MANY YEARS... ROAMS AND THINKS. AND REMEMBERS...

... AND CURSES.

FACE IT, SUMMERS. NO MATTER WHICH WAY YOU CUT IT, YOU'RE THE ONE X-MAN WHO CAN'T HIDE WHAT HE IS...

... AND WHO DARES NOT FORGET, BECAUSE IF HE DOES, SOMEONE MIGHT GET KILLED.

KILLED BY MY EYES! MY CURSED, MUTANT, ENERGY-BLASTING EYES!

THE ANGUISHED, DESPERATE CRY RINGS HOLLOW IN THE STILLNESS. AND IF ANYONE HEARS IT, THEY GIVE NO SIGN...

... FOR THE MANSION IS QUIET, 'TIL MORNING.

WHEN OLD FRIENDS GATHER TO SAY... GOOD-BYE.

SCOTT, YOU'RE STILL WEARING YOUR COSTUME...

YEAH.

JEAN, I'VE THOUGHT THIS OVER ALL NIGHT, AND... IVE DECIDED TO STAY.

I THOUGHT YOU WOULD... BUT... I'D HOPED...

I'M AN X-MAN, PURE AND SIMPLE. THIS IS MY HOME, MY LIFE. THIS IS WHERE I... BELONG.

WHERE YOU BELONG, SCOTT. BUT NOT ME. NOT ANYMORE!

I KNOW. A LOUSY SITUATION, ISN'T IT? I... I DON'T WANT TO LOSE YOU, JEAN. I CAN'T.

I LOVE YOU.

AND I LOVE YOU.

THEN, SHE IS GONE.

AND THE MAN CALLED CYCLOPS IS ALONE.

THE PARTING IS A QUICK ONE, BUT THE FAREWELLS ARE REAL AND HEARTFELT...

... FOR THESE PEOPLE HAVE **FOUGHT** TOGETHER -- FACED **DEATH** TOGETHER -- AND THAT HAS FORGED A SPECIAL **BOND** BETWEEN THEM...

... A BOND THAT MAKES THEM **COMRADES**. AND, IN A WAY, **FRIENDS**.

ALL RIGHT, PEOPLE! THE SHOW'S OVER AND IT'S TIME **PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS** WAS A GOING CONCERN AGAIN...

...TIME YOU LEARNED WHAT BEING AN X-MAN IS **ALL ABOUT**.

LESSON ONE IS HOW TO STAY **ALIVE** -- THAT'S WHAT THE **DANGER ROOM** IS FOR...

...TO GIVE YOU A **SECOND**, MAYBE TWO. **TIME** -- AND THE **SKILL** TO TAKE THAT TIME AND **USE** IT TO **DEFEAT** YOUR OPPONENT. IN A WORD, TO **SURVIVE**.

DANGER ROOM

AN... **EMPTY ROOM** WILL DO ALL THAT?

THAT'S RIGHT, STORM. AND THE **OBJECT** OF THE EXERCISE IS TO **CROSS** THE ROOM...

EXIT

...WALK IN **THIS** DOOR AND **OUT** THE OTHER...

YOU GOTTA BE **KIDDIN'**, ONE-EYE. AN' I'M GONNA **CALL** YA.

SEE YA AT THE **EXIT**, TROOPS.

PERHAPS, JOHN PROUDSTAR...

CLICK WRRRR

WHAT THE...

HEY! LEGGO!

CHAKA CHAKA CHAKA

... THEN AGAIN, PERHAPS **NOT**.

POW

...IF THE ROOM **LETS** YOU.

AND SO, IT BEGINS. THE DAYS -- THE WEEKS -- OF TRAINING, SIX HOURS A DAY, FIVE DAYS A WEEK. WEEK IN, WEEK OUT...

... UNTIL THE HALLS OF THIS OLD, VENERABLE WESTCHESTER MANSION SEEM TO ECHO AND RE-ECHO WITH THE SOUNDS OF BATTLE; UNTIL THESE NEOPHYTE X-MEN BEGIN TO WONDER IF THERE EVER WAS A TIME WHEN THEY WEREN'T FIGHTING FOR THEIR LIVES.

AND WHEN THEY FALTER, GIVE IN A LITTLE, GIVE UP, A VOICE SNAPS THEM BACK INTO LINE. A HARSH VOICE, ANGRY, BITING, MERCILESS.

THE VOICE OF THE MAN NAMED CYCLOPS, WHO DRIVES THE X-MEN HARD AND HIMSELF HARDER.

WHO TAKES SIX PROUD, UNIQUE INDIVIDUALS. SIX LONERS. SIX OUTCASTS...

...AND FORGES THEM INTO A TEAM.

BUT EVEN THE X-MEN, AFTER ALL, ARE ONLY... HUMAN. PUSHED TO THE LIMIT, PUSHED BEYOND, EXHAUSTION BEGINS TO TAKE ITS TOLL ON TEACHER AND STUDENTS BOTH.

AND PEOPLE BEGIN TO MAKE MISTAKES.

AAIRRRGH!!

THUNDERBIRD, LOOK OUT! THE LASERS-- YOU'RE CUTTING IT TOO CLOSE--!

TAKE IT *EASY*, LAD -- THAT'S A *NASTY BURN* ON YER LEG. I'LL HELP YE *UP*.

BACK OFF, SHAMROCK! I DON'T NEED ANY HELP.

NOT FROM YOU-- NOT FROM ANYBODY!

I'M *OKAY*, ONE-EYE...

THE NAME IS *CYCLOPS*, MISTER-- AND YOU'RE *NOT* 'OKAY.'

I'VE GOT *NEWS* FOR YOU, FELLA-- IF THIS WERE *COMBAT*, AND THOSE LASERS RUNNING AT *FULL STRENGTH*...

...YOU'D HAVE *LOST YOUR LEG!*

YOU'RE *CARELESS*, THUNDERBIRD. AND YOUR CARELESSNESS COULD GET US ALL *KILLED!*

MAN, YOU BEEN *RIDIN'* ME SINCE THE DAY I GOT HERE-- AND I *HAVE HAD IT!*

YOU *LAY OFF ME*, ONE-EYE, AND YOU DO IT *NOW*-- OR SO HELP ME--

-- I'LL REARRANGE YOUR FACE!!

CYCLOPS! THUNDERBIRD! CEASE THIS DISGRACEFUL DISPLAY *IMMEDIATELY!*

THUNDER-BIRD, REPORT TO THE *INFIRMARY!*

AS FOR YOU, SCOTT-- I'LL SEE YOU IN MY *OFFICE*.

WAY TO GO, HOTSHOT. LOOKS LIKE YOU'VE *BLOWN* ANOTHER CHANCE FOR YOURSELF. MAYBE THE *LAST* ONE...

WHAT'S'A *MATTER*, LADY? IT *BOTHER* YOU TO WORK WITH A *LOSER?*

I SEE *NO* 'LOSER', JOHN PROUDSTAR. IN THIS ROOM, I SEE ONLY A *MAN*.

CHAPTER TWO:
DEATH O'ER VALHALLA HIGH!

IN THE ROCKIES, IN COLORADO STATE, SOME FORTY MILES WEST OF COLORADO SPRINGS, THERE STANDS A MOUNTAIN. LONELY, FORBIDDING, THRUSTING ITS ROUGH, GRANITE FACE NEARLY TWO MILES HIGH INTO THE CRISP, COOL ROCKY MOUNTAIN AIR.

THE MOUNTAIN IS CALLED VALHALLA, THE HOME OF THE GODS.

THOSE WHO KNOW IT BETTER... CALL IT DEATH.

US AIR FORCE

AND BURIED DEEP WITHIN THE MOUNTAIN, SAFE FROM ANY ENEMY, SECURE FROM EVEN A 100-MEGATON THERMONUCLEAR BOMB...

...IS THE NORAD WAR ROOM, OPERATIONAL COMMAND OF THE MOST POWERFUL WAR MACHINE EVER CONCEIVED...

... A PLACE WHERE EVEN THE MOST MUNDANE OF EVENTS...

...CAN ASSUME FRIGHTENING SIGNIFICANCE.

ONE FOR YOU, HARRIS!

FOR VALHALLA MOUNTAIN IS HEADQUARTERS OF NORAD, THE NORTH AMERICAN AIR DEFENSE COMMAND.

HEADS UP, JOY BOYS! MAIL CALL! MAIL CALL!

HUH? WHAT GIVES? I WASN'T EXPECTING ANYTHING.

LOOKS LIKE THIS IS YOUR *LUCKY DAY*, JOE.

GUESS SO. WONDER *WHAT* IT...

... IS...

IS THIS SOMEBODY'S IDEA OF A *GAG* OR SOMETHIN'? WHAT *GOES ON* HERE?

PRESS ME

MAYBE IT'S THAT *RAQUEL WELCH DOLL* YOU WANTED FOR *CHRISTMAS*, JOE!

VERY FUNNY. SO HELP ME, IF YOU CLOWNS ARE BEHIND THIS, I'LL...

OH... MY... GOD...

THE BOX DISAPPEARS, LEAVING IN ITS PLACE A SHIMMERING SILVER OVAL, A HOLE IN THE AIR, A RIP IN THE FABRIC OF TIME AND SPACE.

IN SHORT, A PORTAL.

AND THROUGH THAT PORTAL ERUPTS A NIGHTMARE. FIVE OF THEM, IN FACT. ALL OF THEM DEADLY, NONE OF THEM EVEN REMOTELY... HUMAN.

THE BATTLE IS QUICKLY JOINED...

...THE STUNNED, UNARMED HUMANS AS QUICKLY ROUTED.

INTRUDER ALERT IN THE WAR ROOM! GET EVERY AVAILABLE MAN DOWN HERE--AND FOR GOD'S SAKE HURRY!!

IN MINUTES, THE VAST COMPLEX IS MOBILIZED, TROOPS ON THE MOVE...

AIR POLICE

HAUL IT, YOU MEN! THIS ISN'T A DRILL--HAUL IT!

IF IT WERE ONLY THAT EASY.

OKAY, FREAKS, THE PARTY'S OVER--

ONE WRONG MOVE 'AN YOU'RE DEAD!

YOU HUMANS THREATEN GORT--?

--YOU DARE!?

THE SECOND BATTLE IS LIKE THE FIRST, QUICKLY JOINED, QUICKLY ENDED...

...AND THE VICTORS ARE THE SAME.

I HAD EXPECTED VICTORY, TRUE, BUT NOT SO GREAT A ROUT AS THIS. I AM PROUD OF YOU.

WELL DONE, MY ANI-MEN. WELL DONE!

WHAT? WHO SSSPEAKSSS?

WHO D'YA THINK, DRAGONFLY? IT'S THE BOSS.

OUR LORD AN' MASTER.

QUITE TRUE, MY DEAR CROAKER, COUNT NEFARIA IS YOUR LORD AND MASTER.

YOU WOULD DO WELL TO REMEMBER THAT...

...IF YOU HARBOR ANY HOPES OF EVER BECOMING HUMAN AGAIN.

BUT *NO MORE* OF THAT-- NEFARIA'S PLAN GOES ACCORDING TO *SCHEDULE* AND *ALL IS WELL.*

THE WAR ROOM IS *OURS.*

FOR *HOW LONG*, BOSS? THERE'S A *WHOLE ARMY* MANNIN' THIS PLACE...

...HOW'RE THE *FIVE* OF US SUPPOSED TO *HOLD 'EM OFF?*

I DO NOT *EXPECT* YOU TO.

BY PRESSING THIS BUTTON AND *FLOODING* THE MOUNTAIN WITH *ANESTHETIC GAS...*

"... I HAVE *NEUTRALIZED* THIS ARMY YOU SEEM TO *FEAR* SO MUCH.

IN *ALL* VALHALLA BASE, MY CHILDREN, *WE SIX* ARE THE ONLY ONES STILL *CONSCIOUS.* AND, ONCE AGAIN, COUNT NEFARIA IS *TRIUMPHANT...*

...THIS TIME TO HOLD THE *FATE* OF A *WORLD* IN HIS HANDS.

"THESE *FOOLS* THOUGHT ME DEFEATED, *DESTROYED*, WHEN MY ASSAULT ON WASHINGTON *FAILED* THOSE MANY MONTHS AGO...*

*WAY BACK IN X-MEN #22/23. --LONG-AGO LEN.

"... ALL THOUGHT *WRONG.* I *ESCAPED* FROM PRISON AND BEGAN PLANNING ANEW, CALLING IN OLD *DEBTS* AND USING *MAGGIA SCIENCE* TO CREATE *STRONGER ALLIES*... TO MAKE YOU *LESS* THAN HUMAN ... AND *FAR, FAR MORE...*

"... SO THAT *THIS DAY* WE RANSOM *NOT* A MERE CITY-- BUT A *WORLD!!*"

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... AND NOW, MY CHILDREN, THE GAME BEGINS IN EARNEST.

GAMES. SOME LIKE 'EM; SOME DON'T. TAKE SCOTT SUMMERS, FOR INSTANCE...

... HE GAVE UP GAMES A LONG TIME AGO.

ON THE DAY HE BECAME LEADER OF THE X-MEN. AND IT'S COST HIM OVER THE YEARS...

... SO THAT, SOMETIMES, HE WONDERS IF THE JOB IS WORTH THE GRIEF. WONDERS...

EXCUSE ME. I DID NOT MEAN TO INTRUDE.

'S OKAY. I WAS JUST THINKING. COME ON IN.

WHAT CAN I DO FOR YOU, KURT?

ACTUALLY, I WAS WONDERING IF THERE WAS ANYTHING I COULD DO FOR YOU. I MEAN-- THE ARGUMENT WITH THUNDER... WITH JOHN... IT UPSET YOU, NO?

SURE, IT UPSET ME.

WE WERE BOTH CARELESS, KURT. EXCEPT THAT I WAS RESPONSIBLE AND THUNDERBIRD ENDED UP TAKING ALL THE LUMPS...

SCOTT! KURT! PLEASE REPORT TO THE BRIEFING ROOM...

...SOMETHING IMPORTANT HAS COME UP.

ON OUR WAY, PROFESSOR.

I THINK, MY FRIEND, THAT IF I REMAIN AN X-MAN TO MY DYING DAY, I WILL NEVER GET USED TO THAT...

WELCOME TO THE CLUB... FRIEND.

...SEIZED CONTROL OF VALHALLA BASE, THE NORAD COMMAND CENTER...

SIT DOWN, ALL OF YOU...

... AND PAY ATTENTION. THIS IS OF VITAL IMPORTANCE.

I HAVE ACTIVATED THE *DOOM-SMITH COMMAND SYSTEM* -- AND I NOW POSSESS *OPERATIONAL CONTROL* OF AMERICA'S *STRATEGIC MISSILE FORCE.*

I DEMAND A *RANSOM* FROM EACH NATION ON EARTH, THE *AMOUNT* TO BE DETERMINED BY EACH NATION'S *ABILITY TO PAY.* IF MY DEMANDS ARE *NOT* MET...

...I SHALL *LAUNCH* AMERICA'S ENTIRE INVENTORY OF *NUCLEAR MISSILES.*

NICE GUY.

WONDER WHAT HE DOES FOR AN *ENCORE?*

YOU HAVE *THREE HOURS* TO DECIDE.

KLIK!

THAT'S THE STORY, PROF -- *HEY!* WHAT *HAPPENED* TO THE *X-MEN?!?*

THESE *ARE* THE X-MEN, HANK. PLEASE *CONTINUE.*

Uh, OKAY, PROF, IF YOU *SAY* SO. THE AIR FORCE CALLED THE *AVENGERS* FOR HELP, BUT WE CAN'T *HANDLE* IT RIGHT NOW...

...I FIGURED THE X-MEN COULD.

YOU *HEARD* THE BEAST, X-MEN -- LET'S GET *GOING.* THUNDERBIRD, YOU'RE *INJURED* -- YOU'LL HAVE TO STAY *BEHIND.*

YOU WANNA TRY SAYIN' THAT THROUGH A MOUTHFUL OF *KNUCKLES,* ONE-EYE!?! *I'M GOIN'!!*

SCOTT, THERE'S NO TIME TO *ARGUE!* THUNDERBIRD CAN *GO!*

"JUDGING FROM WHAT *HANK* SAID, YOU'LL NEED *EVERY* X-MAN TO *DEFEAT* NEFARIA IN TIME."

MINUTES LATER, THE X-MEN ARE ALOFT, SCREAMING WESTWARD AT BETTER THAN MACH 4.

I GOT SOME *FRIENDS* IN VALHALLA -- IF THIS NEFARIA'S *HURT* ANY OF 'EM, I THINK I'M GONNA *CUT* HIM INTO *VERY... TINY... PIECES...*

YER *JOSHIN'*, LAD, AREN'T YE?

AREN'T YE?

LET'S *HOPE* YOU GET YOUR *CHANCE*, WOLVERINE --

--RIGHT NOW, WE'VE GOT *TROUBLES* OF OUR *OWN*:

THE *U.S. AIR FORCE.*

UNIDENTIFIED *BLACKBIRD* FROM ALPHA LEADER. YOU ARE IN *RESTRICTED AIR-SPACE*. RESPOND OR WE WILL *OPEN FIRE.*

WE ARE RESPONDING TO *AVENGERS CALL*. OVER.

GOTCHA, HEROES. CONTACT *GENERAL FREDERICKS* ON *TAC TEN*.

TAC TEN, ROGER.

HELLO, GENERAL. IT'S BEEN A *LONG TIME.*

WHO'RE YOU? IRON MAN? CAP??

NO, SIR. THE AVENGERS COULDN'T MAKE IT. WE'RE THE *X-MEN.*

FIGURES. I MIGHTA KNOWN YOU *MUTIES'D* SHOW UP WITH NEFARIA *AROUND.*

I DON'T REALLY *TRUST* YOU, MISTER. BUT RIGHT NOW, I'VE GOT *NO CHOICE.*

NEFARIA *CONTROLS* VALHALLA AND HE'S *ARMED* THE DEFENSIVE SYSTEMS -- *SAM'S*, LASERS, *SONIC DISRUPTORS*, THE WORKS...

...BUT THAT'S THE *LEAST* OF YOUR *WORRIES.*

BECAUSE THE *FOOL* HAS ARMED THE *DOOMSMITH SYSTEM.*

IT'S AN *ULTIMATE WEAPON*, CYCLOPS, A *MADMAN'S* DREAM, TO BE USED WHEN THERE'S NO HOPE OF *SURVIVAL*, WHEN ALL OF US ARE *DEAD*. IT GIVES NEFARIA *ABSOLUTE CONTROL* OVER THE *U.S.* MISSILE ARSENAL.

WHAT NEFARIA *DOESN'T* KNOW IS THAT-- *BEYOND* A CERTAIN POINT--

--THE SYSTEM CAN'T BE *SHUT DOWN!*

THE MISSILES WILL FIRE *AUTOMATICALLY* AND NO POWER ON EARTH CAN *STOP THEM.*

NEFARIA'S DEAD-LINE IS TWO HOURS EVEN. BUT YOU PEOPLE HAVE ONLY *FIFTY-TWO MINUTES* TO CANCEL THE *DOOMSMITH.*

GOOD LUCK, SON.

"YOU'LL NEED IT." STARTING RIGHT NOW.

COUNT NEFARIA, AN *AIRCRAFT* ENTERS THE *DEFENSE PERIMETER.*

SO, THE *FOOLS* LAUNCH YET *ANOTHER FUTILE ATTACK...*

INTERESTING, THE *COMPUTER* IDENTIFIES THE AIRCRAFT AS...

...THE X-MEN!!

BY *HEAVEN*, THIS IS TOO *RICH A JEST!*

MY *GREATEST FOES* WALKING INTO MY *PARLOR...*

...LIKE *LAMBS* GOING TO THE *SLAUGHTER.*

"AND SLAUGHTER THEM I SHALL. WITHOUT PITY. *WITHOUT MERCY!*

"THE *FOOLS* SOUGHT COUNT NEFARIA. LET THEM *INSTEAD* FIND ONLY...

"...DEATH!!"

CYCLOPS! THEY'VE FIRED MISSILES!

I SEE THEM, KURT. HOLD ON, PEOPLE. BECAUSE RIGHT ABOUT NOW...

... THE GOING GETS ROUGH.

VERY ROUGH INDEED.

THROTTLE FIRE-WALLED, THE MODIFIED SR-71 BLACKBIRD SKIMS THE TREELINE AT A BARE TWENTY FEET, ITS MACH 4 SONIC BOOMS THUNDERING THROUGH THE NARROW PASSES LIKE THE THUNDER OF THOR HIMSELF...

IT'S A MAD, DESPERATE GAMBLE CYCLOPS TRIES...

... A GAMBLE THAT PAYS OFF...

VRRROOOOSH!

TRAKAM

... ALMOST.

NICE TRY, BOSS-MAN.

TOO BAD ONE OF THOSE LITTLE FUTZERS GOT AWAY.

HEADS UP, IT'S GONNA...

WHRAM!

ITS NOT A DIRECT HIT BUT AT MACH 4, EVEN A NEAR MISS CAN KILL.

IN AN INSTANT, THE DELICATE BLACKBIRD IS TEARING HER-SELF APART.

STABILITY'S GONE! I CAN'T CONTROL HER!

OUR ONLY CHANCE...

EJEC

... IS FOR ME TO PRESS... THIS... SWITCH...

MADE IT!

A SWITCH IS PRESSED, AND THE DYING BLACKBIRD BECOMES A PHOENIX...

... AND IS REBORN, THE LIFTING BODY RISING SWIFTLY, SURELY, FROM THE ASHES OF ITS DEAD PARENT.

FHWOOM!

IF WE'RE LUCKY, THE CRASH SHIELDED THE LIFTING BODY FROM NEFARIA'S SENSORS. AS FAR AS HE KNOWS, WE'RE DEAD...

... AND WE STILL HAVE A CHANCE TO STOP HIM.

NO!!

BY ALL THAT'S UNHOLY, THE X-MEN STILL LIVE!!

HOW MANY TIMES MUST I KILL THEM BEFORE THOSE CURSED MUTANTS FINALLY STAY DEAD!?!

VERY WELL, THEN. THEY WILL FIND COUNT NEFARIA A MORE THAN WORTHY FOE.

LET US SEE THEM SURVIVE VALHALLA'S SONIC DISRUPTORS.

FIERY EMERALD CORRUSCATIONS BATHE THE LIFTING BODY FOR A MOMENT...

... AND WHEN THE DISRUPTOR BEAM IS GONE...

... THE LIFTING BODY IS GONE AS WELL.

NEXT ISSUE: WARHUNT!